

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, et al.,¹	:	Case No. 12-12020 (MG)
	:	
	:	
	:	
Debtors.	:	(Jointly Administered)

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**AMENDED SCHEDULES OF ASSETS AND LIABILITIES FOR
GMAC-RFC HOLDING COMPANY, LLC (CASE NO. 12-12029)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

B6 Summary (Official Form 6 - Summary) (12/07)

UNITED STATES BANKRUPTCY COURT

Southern District of New York, New York

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029 (MG)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	14	\$0.00		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	5		\$1,128,264,150.59	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	5		\$0.00	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	4			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		34	\$0.00	\$1,128,264,150.59	

B6F (Official Form 6F) (12/07)

In re: **GMAC-RFC Holding Company, LLC**

Case No. 12-12029 (MG)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F-2 Attachment Representation & Warranty Claims							Unknown
See Schedule F-3 Attachment General Litigation Claims							Unknown

Subtotal (Total on this page) **\$0.00**

B6F (Official Form 6F) (12/07) - Cont.

In re: **GMAC-RFC Holding Company, LLC**

Case No. 12-12029 (MG)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Subtotal (Total on this page)	\$0.00
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	\$0.00

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule F-2

Representation Warranty

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corporation	1633 BROADWAY		New York	NY	10019		Representation & Warranty Claim		X	X	X	Unknown
Huntington Bancshares Inc.	485 Lexington Ave	29th Floor	New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Huntington Bancshares Inc.	485 Lexington Ave	29th Floor	New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
IKB Deutsche Industriebank AG, IKB International S.A. in Liquidation, and Rio Debt Holdings (Ireland) Limited	590 Madison Ave	35th Floor	New York	NY	10022		Representation & Warranty Claim		X	X	X	Unknown
Sealink Funding Ltd.	140 Broadway		New York	NY	10005		Representation & Warranty Claim		X	X	X	Unknown
Stichting Pensioenfonds ABP	485 Lexington Ave	29th Floor	New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
												Total: Unknown

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In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule F-3

General Litigation

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Carolyn Hariston, an individual; Christine Petersen, an individual; William Mimiaga, an individual; Robin Gaston, an individual; Patrick Gaston, an individual; Mary Serrano, an individual; Sarah Sebahg, an individual; Rick Albritton, an individual; Veronica Grey, an individual; Brenda Mella, an individual; Joselito Mella, an individual; Michael Man, an individual; Judy Lim, an individual; David Cruz, an individual; Yesenia Cruz, an individual; Gregory Buck, an individual; Cristina Palbicke, an individual; Khalil Subat, an individual; Manija Subat, an individual; Genevie Cabang, an individual; Julio Gonzalez, an individual; Lisa A. Simonyi, an individual; Rick Ewald, an individual; Regina Faison, an individual; Alex Ibarra, an individual; Maria Elena Del Cid, an individual; Julio Del Cid, an individual; Mesbel Mohamoud, an individual; Michael Moultrie, an individual; Willie Gilmore, an individual; Phyllis McCrea, an individual; Cecilla Chaube, an individual; Magdalena Avila, an individual; Gricelda Ruano, an individual; Elisa Jordan, an individual; Lois Terrell Sullivan, an individual; Gloria Portillo, an individual; Florastene Holden, an individual; Marco Badilla, an individual; Manuela Badilla, an individual v. Ally Bank, N.A., f/k/a GMAC Bank, a Utah Corporation, in its own capacity and as an acquirer of certain assets and liabilities of GMAC; GMAC, a national Banking Association; Ally Financial, Inc. f/k/a GMAC, LLC a Delaware Corporation; GMAC Mortgage Group, Inc., a Delaware Corporation Group; Residential Capital, LLC f/k/a Residential Capital Corporation, a Delaware Corporation; GMAC-RFC Holding Company, LLC d/b/a GMAC Residential Funding Corporation, a Delaware Corporation; Residential Funding Company, LLC f/k/a Residential Funding Corporation, a Delaware Corporation; Homecomings Financial, LLC, a Delaware Corporation; Executive Trustee Services DBA ETS Services, LLC, a Delaware limited liability company; Home Connects Lending Services, LLC, a Pennsylvania limited liability company and Does 1-1000, inclusive Docket: 30-2012-00539541 Matter: 728660	BROOKSTONE LAW, PC	4000 MacArthur Blvd, Sutie 1110	Newport Beach	CA	92660		General Litigation - Origination - Mortgage		X	X	X	Unknown
City of Cleveland v. Deutsche Bank Trust Company, GMAC-RFC, et al. (federal case) City of Cleveland v. JP Morgan Chase Bank NA, GMAC Mortgage LLC, Residential Capital LLC, et al. (state case) Docket: 1:08-CV-00139 Matter: 687238	Cohen Rosenthal & Kramer, LLP	The Hoyt Block Bldg., Suite 400 700 W. St. Clair Avenue	Cleveland	OH	44113		General Litigation - Servicing Mortgage		X	X	X	Unknown
George L. Miller, Chapter 7 Trustee v. GMAC-RFC Receivables & George L. Miller, Chapter 7 Trustee v. GMAC-RFC Docket: 10-50644 Matter: 700987	Blank Rome LLP	1201 Market Street, Suite 800	Wilmington	DE	19801		General Litigation - Bankruptcy		X	X	X	Unknown

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In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule F-3

General Litigation

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
KEITH T SIVERTSON VS HOME MORTGAGE RESOURCES INC., GMAC MORTGAGE, LLC; GMAC-RFC HOLDING COMPANY, LLC; TIERONE CORPORATION; FANNIE MAE; MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.; and DOES 1 through 50 Docket: CV 2011 1030 Matter: 723327	LAWSON LASKI CLARK & POGUE, PLLC	675 SUN VALLEY ROAD, SUITE A, POST OFFICE BOX 3310	KETCHUM	ID	83340		General Litigation - Origination - Mortgage		X	X	X	Unknown
MOFFITT--JUDITH MOFFITT / STEVENS V. GMAC RFC Docket: 24-C-03-004614 Matter: 686133	The Law Offices of E. David Hoskins, LLC	Quadrangle Building at Cross Keys, 2 Hamill Road, Suite 362	Baltimore	MD	21210		General Litigation - Origination - Mortgage		X	X	X	Unknown
Thanh T. Nguyen and Hong T. Nguyen vs. The Bank of New York Mellon Trust Company, National Association FKA The Bank of New York Company, N.A. as successor to JPMorgan Chase Bank, N.A. as Trustee RANP 2005-RP3; The Bank of New York Mellon Trust Company, National Association FKA The Bank of New York Company, N.A. as successor to JPMorgan Chase Bank, N.A. as Trustee RAAC 2005-RP3A1; GMAC-RFC SEC (SSID162) Pool 576; and Recontrust Company, N.A. Docket: 1205-06437 Matter: 729107	BOWLES FERNANDEZ LAW LLC	5200 SW MEADOWS ROAD SUITE 150	LAKE OSWEGO	OR	97035		General Litigation - Foreclosure		X	X	X	Unknown
Wendy Alison Nora v. Residential Funding Company LLC, RFC Trust 03 Loan Pool Number RASC2002KSSONF, GMAC-RFC Holding Company LLC, Residential Captial LLC, GMAC Mortgage LLC, Homecomings Financial LLC, GMAC Mortgage Group LLC, Ally Financial, GMAC Financial Services, Cerbrus Capital Management LP, Mortgage Electronic Registration Systems, Inc., Aegis Mortgage Corporation, Gray & Associates, LLP, Jay Pitner, Associate of Gray & Associates LLP, William N. Foshag, associate with Gray & Associates, Bass & Moglowsky SC, Arthur Moglowsky, a shareholder of Bass & Moglowsky SC, David M. Potteiger, Penny M. Gentges, Jeffrey Stephan, employee of GMAC Mortgage, Kenneeth Urgwuadu, a former employee of GMAC Mortgage, Manish Verma, an Employee of GMAC Mortgage, Amy Nelson, a former employee of Residential Funding Company and yet unnamed co-conspirators Docket: 3:10-CV-00748 Matter: 706615	6931 Old Sauk Rd.		Madison	WI	53717		General Litigation - Foreclosure		X	X	X	Unknown
												Unknown
										Total:		Unknown

In re: **GMAC-RFC Holding Company, LLC**

Case No. 12-12029 (MG)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Ally Financial Inc	Ally Financial Inc.	440 South Church Street	Charlotte	NC	28202		Loan Security and Borrowing Collateral Agreement
Ally Financial Inc.	3420 Toringdon Way	Floor 4	Charlotte	NC	28277		Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
Ally Financial Inc.	3420 Toringdon Way	Floor 4	Charlotte	NC	28277		Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
Barclays Bank PLC	Barclays Bank PLC	745 7th Avenue, 27th Floor	New York	NY	10119		Loan Security and Borrowing Collateral Agreement
Monex Casa de Bolsa S.A. de C.V.	Paseo de la Reforma #284 Piso 14		Col. Juárez	Del. Cuauhtémoc	C.P.06600	Mexico	\$5,000,000,000 Dual Program Revolvente of Certificates Stock-Exchange, Dated as of June 14, 2007, between Monex Casa de Bolsa S.A. de C.V. and the full and unconditional guarantee from Residential Capital Corporation (ResCap), GMAC Residential Holding Corporation, GMAC Mortgage Corporation, GMAC-RFC Holding Corp., Residential Funding Corporation and Homecomings Financial Network, Inc.
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036		Tax Sharing Agreement
U.S. Bank National Association	50 South 16th Street	Suite 2000	Philadelphia	PA	19102		Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.

In re: **GMAC-RFC Holding Company, LLC**

Case No. 12-12029 (MG)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Equity Investments I, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Passive Asset Transactions, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
RFC Asset Holdings II, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK, NEW YORK**

In re: GMAC-RFC Holding Company, LLC

Case No. 12-12029 (MG)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, James Whitlinger, Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets , and that they are true and correct to the best of my knowledge, information, and belief.

Date 7/3/2012

Signature: / s / James Whitlinger

James Whitlinger

Chief Financial Officer